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Attorneys for Plaintiff
CytoLogix Corporation

FILED
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JUN 15 P 4 15
U.S. DISTRICT COURT
DISTRICT OF MASS.

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CYTOLOGIX CORPORATION,

Plaintiff,

v.

VENTANA MEDICAL SYSTEMS, Inc.,

Defendant.


Civil Action No. 04-11783 (NG)

DECLARATION OF JANET Y. LEE

I, Janet Y. Lee, declare as follows:

1. I am an associate of Fish & Richardson P.C. I am one of the attorneys representing the plaintiff in this litigation, CytoLogix Corporation ("CytoLogix").
2. Attached as Exhibit A is a true and accurate copy of a September 16, 2004 letter from Roger J. Chin to Michael E. Zeliger.
3. Attached as Exhibit B is a true and accurate copy of a November 24, 2004 letter from Peter R. Munson to Michael E. Zeliger.
4. Attached as Exhibit C is a true and accurate copy of (1) an October 15, 2003 letter from Michael E. Zeliger to Jeffrey Danis, and (2) an October 20, 2003 letter from Brian L. Michaelis to Michael E. Zeliger.

Dated: March 15, 2005



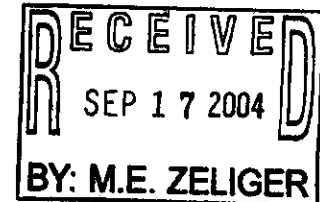
Janet Y. Lee

W&GR Wilson Sonsini Goodrich & Rosati
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September 16, 2004

Michael E. Zeliger, Esq.
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804



**Re: *CytoLogix Corp. v. Ventana Med. Sys., Inc.*,
Case No. 04-CV-11783-NG (D. Mass.)**

Dear Mike:

I write to confirm the parties' agreement with respect to the above-captioned case: The documents produced, filed, or served in the matter of *CytoLogix Corp. v. Ventana Med. Sys., Inc.*, Case Nos. 00-12231 & 01-10178, shall be deemed produced in the present litigation. If either party no longer has access to or is missing documents from that case, the parties will work together in good faith to exchange copies. The parties reserve their objections as to those documents, including as to relevance and admissibility. Documents previously designated "confidential" will be subject to the protective order to be entered in this case, and until a protective order is entered, access to such documents will be limited to outside counsel of record.

These confidentiality requirements are enforceable by the Court. To confirm our agreement, please countersign below.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation


Roger J. Chin

AGREED:


Michael E. Zeliger
Counsel for plaintiff

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W&R Wilson Sonsini Goodrich & Rosati
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November 24, 2004

VIA FACSIMILE, EMAIL, AND U.S. MAIL

Michael E. Zelig, Esq.
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804

Re: *CytoLogix Corp. v. Ventana Med. Sys., Inc.*,
Case No. 04-CV-11783-NG (D. Mass.)

Dear Mike:

I write to confirm the parties' agreement with respect to the above-captioned case: Materials produced or generated in connection with this case may be designated as "Confidential" or "Confidential Attorneys Only," and the materials so designated: (i) may be used only in connection with the above-captioned action, and (ii) may not be disclosed to anyone other than outside counsel of record for the parties and the individuals identified (and who have signed) on page 2. All photographs or videotapes taken by CytoLogix during the inspection currently scheduled for December 3, 2004 shall be deemed "Confidential Attorneys Only." Once a Stipulated Protective Order is entered in this case, any materials deemed designated as "Confidential" or "Confidential Attorneys Only" shall continue to be so treated under the Stipulated Protective Order.

These confidentiality requirements are enforceable by the Court. To confirm our agreement, please countersign below.

Sincerely,


WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Peter R. Munson

cc: Roger Chin

AGREED:


Michael E. Zelig
Counsel for plaintiff

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FISH & RICHARDSON P.C.

Frederick P. Fish
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W.K. Richardson
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BY FACSIMILE

October 15, 2003

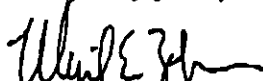
Jeffrey Danis, Esq.
Ventana Medical Systems, Inc.
1910 Innovation Park Dr.
Tucson, AZ 85737

Re: CytoLogix Documents Subject to Protective Orders

Dear Mr. Danis:


I have recently reviewed documents you forwarded to Mr. Michaelis for production in the Vision BioSystems v. Ventana case. I was surprised and greatly concerned when I found that the collection contains a large number of CytoLogix documents that have been designated as "Restricted Confidential," including no fewer than four highly sensitive CytoLogix business plans. No one at Ventana is permitted to review documents designated as Restricted Confidential under the protective order from the pending Massachusetts dispute between CytoLogix and Ventana and the orders from the two prior Arizona disputes between the same parties. As someone who is designated under the protective order in the second Arizona case, you should be well aware of the order's obligations and restrictions, as well as the consequences of violating them. Please explain why you apparently had access to and even possession of these documents. Given these circumstances, CytoLogix will not presently authorize the production of any documents in the VisionBiosystems case. We anxiously await your response.

Very truly yours,


Michael E. Zelig

Enclosure

cc: Brian Michaelis, Esq. (by facsimile)
Susan Oldham (by facsimile)
Elizabeth A. Leff, Esq. (by facsimile)


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 **BROWN
RUDNICK
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ISRAELS**

BRIAN L. MICHAELIS
DIRECT LINE (617) 856-3340
E-MAIL: BMICHAELIS@brblaw.com

October 20, 2003

VIA FACSIMILE

Michael E. Zelig, Esq.
Fish & Richardson P.C.
225 Franklin Street
Boston, MA 02110-2804

Re: CytoLogix Documents Subject to Protective Orders

Dear Mr. Zelig:

Further to your letter to Mr. Denis dated October 15, 2003, we await your specific instructions with regard to the CytoLogix documents that you reviewed. Specifically, we are in possession of documents that you allege to have been designated "Restricted Confidential." We have not reviewed any of these documents. If you consent to production of all other documents, please so advise so that we may satisfy our discovery obligations in the Vision BioSystems matter. We could go through the documents and review only the designations in order to produce non-Restricted Confidential documents. Alternatively, you could go through the documents and provide to us only those that you authorize us to produce. We will not produce any of the documents from the CytoLogix matter without your written authorization.

Sincerely,

BROWN RUDNICK BERLACK ISRAELS LLP

By:


Brian L. Michaelis

BLM/mrb

cc: Jeffrey N. Denis, Esq.
Susan G. Oldham
Elizabeth A. Leff, Esq.

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